FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

06-25-1999

U.S. Department of Commerce Patent and Trademark Office TRADEMARK



101075849 COVER SHEET

TRADEMARKS ONLY		
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).		
Submission Type  X New  Conveyance Type  Assignment  License		
Resubmission (Non-Recordation) Document ID #  Correction of PTO Error Reel #  Corrective Document Reel #  Frame #  Security Agreement  Nunc Pro Tunc Assignment  Effective Date Month Day Year  June 16, 1999  Change of Name  X  Other Assignment of Grant of Security		
Conveying Party  Mark if additional names of conveying parties attached  Name NationsBank, N.A., As Agent  Formerly  Mark if additional names of conveying parties attached  Execution Date Month Day Year  June 16, 1999		
Individual General Partnership Limited Partnership Corporation Association  X Other National Banking Association		
Citizenship/State of Incorporation/Organization		
Receiving Party  Mark if additional names of receiving parties attached		
Name NationsBank, N.A., As Collateral Agent		
DBA/AKA/TA		
Composed of		
Address (line 1) Independence Center, 15th Floor		
Address (line 2) 101 North Tryon Street NC1-001-15-04		
Address (line 3) Charlotte North Carolina 28255  City State/Country If document to be recorded is an assignment and the receiving party is		
Corporation Association  National Banking Association  Association  National Banking Association  Association  Not domiciled in the United States, an appointment of a domestic representative should be attached.  (Designation must be a separate document from Assignment.)		
Citizenship/State of Incorporation/Organization  24/1999 INGUYEN 00000057 75374283 FOR OFFICE USE ONLY		
24/1999   DHGUYEN   00000057 75374283   FOR OFFICE USE ONLY		

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments, Washington Duly MASK

REEL: 001918 FRAME: 0003

FORM F Expires 06/30	TO-	161	8B
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Page 2

U.S. Department of Commerce Patent and Trademark Office

OMB 0651-0027	IRAUEMAI	KK	
Domestic Representative Name and Address	Enter for the first Receiving Party only.		
Name			
Address (line 1)			
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Address (line 4)			
Correspondent Name and Address Area Code and	Telephone Number		
Name Arlene D. Hanks		<del></del>	
Address (line 1) Moore & Van Allen, PLLC			
Address (line 2) 2200 West Main Street, Suite 800			
Address (line 3) Durham, North Carolina 27705-4658			
Address (line 4)			
Pages Enter the total number of pages of the attaincluding any attachments.	ached conveyance document #		
Trademark Application Number(s) or Registration	on Number(s) X Mark if additional numbers a	ttached	
Enter either the Trademark Application Number or the Registration Nu		y).	
Trademark Application Number(s)	Registration Number(s)		
75/374,283	2,149,471 2,017,516 1,988,37	70	
75/374,282	1,973,037 1,830,957 1,833,53	36	
	1,835,801 1,811,695 1,649,80		
	[1,033,001] [1,011,093] [1,049,00		
Number of Properties Enter the total number of pr	operties involved. # 13		
Fee Amount for Properties L	isted (37 CFR 3.41): \$ 340.00		
Method of Payment: Enclosed X D	eposit Account		
Deposit Account	oposit Account		
(Enter for payment by deposit account or if additional fees can be		7	
Deposit Account	Number: # (_13-4303		
Authorization to	charge additional fees: Yes $\overline{ ext{X}}$ No $\overline{ ext{No}}$		
Statement and Signature			
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.			
ARIENE D. HANKS, ESQ. ales	e B Stark 6-16-	99	
Name of Person Signing	Signature Date Signe	d	

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FORM PTO-1618C Expires 06/30/99

# RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

OMB 0651-0027	DEWARKS ONLY TRADEMARK
Conveying Party Enter Additional Conveying Party	Mark if additional names of conveying parties attached  Execution Date  Month Day Year
Name	
Formerly	
Individual General Partnership	Limited Partnership Corporation Association
Other	
Citizenship State of Incorporation/Organi	zation
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving parties attached
Name	
DBA/AKA/TA	
Composed of	
Address (line 1)	
Address (line 2)	
Address (line 3)	
Individual General Partnersh	assignment and the receiving party is
Corporation Association	not domiciled in the United States, an appointment of a domestic representative should be attached
Other	(Designation must be a separate document from the Assignment.)
Citizenship/State of Incorporation/Organ	ization
Trademark Application Number(s) o	r Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or t	he Registration Number (DO NOT ENTER BOTH numbers for the same property).
Trademark Application Number(	Registration Number(s)
	1,591,404
	1,435,023

TRADEMARK REEL: 001918 FRAME: 0005

#### ASSIGNMENT

**OF** 

#### GRANT OF SECURITY INTEREST

### IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Hotel Corporation of the Pacific, Inc., as a Credit Party, entered into that certain Security Agreement dated as of May 26, 1998 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and NationsBank, N.A., as Agent (the "Agent") for the lenders referenced therein (the "Lenders") and granted a continuing security interest in and continuing lien upon, the trademarks, service marks and related registrations and applications (the "Trademarks"), respectively shown in Exhibit A attached hereto and incorporated herein, to the Agent for the ratable benefit of the Lenders.

The Notice of Grant of Security Interest in Trademarks was recorded with the United States Patent and Trademark Office July 7, 1998 at Reel 1757, Frame 0418.

NationsBank, N.A., as Agent, hereby transfers and assigns its interest in and to said Security Agreement and security interest in and continuing lien upon the Trademarks to NationsBank, N.A., as Collateral Agent, with the right to exercise all powers set forth therein as Agent thereunder.

Very truly yours,

NATIONSBANK, N.A., as Agent and Assignor

Name: Takes To Ball

Title:  $S \lor P$ 

NationsBank, N.A., as Collateral Agent and Assignee
By: _ Clee E. Boll  Name: _ John E. Ball
Name: John E. Ball
Title: 5 \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
As to NationsBank, N.A., as Agent and Assignor:
Sworn to and subscribed before me this, 1999.
Detty a Rebinson
My Commission Expires:
My Commission Expires April 28, 2003
As to NationsBank, N.A., as Collateral Agent and Assigne
Sworn to and subscribed before me this 16 day of 1999.
Dettex a Roberton Notary Public
My Commission Expires:

Acknowledged and Accepted:

My Commission Expires April 28, 2003

## **EXHIBIT A**

U. S. Registered Trademarks of Hotel Corporation of the Pacific, Inc.

Mark	Registration Number	Registration Date
ASTONISHING (Stylized)	2,149,471	04/07/98
HAWAII and Design	2,017,516	11/19/96
SUITE HAWAIIAN VACATIONS	1,988,370	7/23/96
RELAX AND ENJOY THE VALUE	1,973,037	05/07/96
HAWAII'S VACATION VALUE	1,830,957	04/12/94
HAWAII NEVER FELT SO SUITE	1,833,536	04/26/94
PARADISE NEVER FELT SO SUITE	1,835,801	05/10/94
AT HOME IN HAWAII	1,811,695	12/14/93
ASTON EXPRESS	1,649,809	07/02/91
THE FRIENDLY HOST	1,591,404	04/10/90
ASTON	1,435,023	03/31/87

Pending U. S. Trademark Applications of Hotel Corporation of the Pacific, Inc.

Mark	Application Number	Filing Date
ASTON GRANDE SUITES	75/374,283	10/16/97
GRANDE SUITES	75/374,282	10/16/97

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**RECORDED: 06/21/1999** 

**TRADEMARK REEL: 001918 FRAME: 0008**